The Northern Trust Company, Canada

Basel III Pillar 3 Disclosure

June 30, 2024

July 31, 2024

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THE NORTHERN TRUST COMPANY, CANADA OVERVIEW & SCOPE OF APPLICATION

This document presents the capital structure and capital adequacy calculations of The Northern Trust Company, Canada (TNTCC) based on guidelines published by the Basel Committee on Banking Supervision (Basel) and the Office of the Superintendent of Financial Institutions (OSFI). TNTCC complies with the Basel III framework as it applies:

- Pillar 1: Minimum Capital and Liquidity Requirements – TNTCC has adopted the Standardized Approach to Credit Risk and the Basic Indicator Approach to Operational Risk to determine the company's capital requirements under Basel Capital Adequacy Reporting (BCAR);

- Pillar 2: Prudential and Risk Management Expectations and the Supervisory Oversight Process – TNTCC completes an Internal Capital Adequacy Assessment Process (ICAAP) annually, with the results reviewed and approved by TNTCC's Board of Directors; and

- Pillar 3: Public Disclosure – this Pillar 3 disclosure document provides information on TNTCC's risk management objectives and policies, its capital position, its approach to assessing the adequacy of its capital and exposure to material risks.

TNTCC was, by Letters Patent of Continuance, continued as a trust company under the *Trust and Loan Companies Act (Canada)* in July 1993 and OSFI issued an order approving TNTCC to commence and carry out trust business in January 1994. TNTCC is a wholly owned subsidiary of The Northern Trust Company (TNTC), a corporation organised under the banking laws of the State of Illinois, United States of America. Northern Trust Corporation (NTC), a financial holding company based in Chicago, Illinois, is the ultimate parent of TNTC. TNTCC is not a Domestic-systemically important bank.

NTC's business activities in Canada revolve around asset servicing for institutional investors and include global custody, benefit payments, risk and performance management, securities lending, asset management and fund administration services. These services are delivered through three regulated Canadian entities: TNTCC, the Canada Branch of TNTC (Canada Branch), an authorized foreign bank branch under the *Bank Act (Canada),* and NT Global Advisors, Inc. (NTGAI Canada).

TNTCC has adopted a Capital and Liquidity Management Policy (CLM Policy) to ensure that it always maintains sufficient regulatory capital and liquidity, and manages its assets and liabilities in accordance with the Asset and Liability Management Policy (ALM Policy). These two policies provide the basis for TNTCC's capital and liquidity risk management and the guideline to govern TNTCC's investments.

TNTCC currently does not hold any client deposits or engage in any activities that result in off-balance sheet exposures. Accordingly, its capital and liquidity requirements are stable and predictable.

Northern Trust Risk Management

TNTC has established an integrated Risk Management Framework (RM Framework) that provides for consistent risk management practices throughout the organization, including TNTCC, and acts as a reference of how various components are defined, aligned and linked to capital and liquidity adequacy. Underpinning the RM Framework are governance bodies, policies, processes, systems and controls embedded across the lines of defence to support strategy, understand risks, inform decisions and manage risks within risk appetites and applicable laws and regulations. It allows for active management of risk in conjunction with defined risk appetites.

TNTCC's risk appetite is low to moderate and its attitude toward risk is best described as judicious, with an objective of long-term stability. TNTCC's very strong capital base and liquid balance sheet enable it to pursue strategic growth opportunities and manage unexpected events. Risk is effectively managed by a comprehensive risk management program which involves related Northern Trust entities and third-party service providers, as required.

This report is unaudited, and the amounts are presented in thousands of Canadian dollars, unless otherwise disclosed. Financial results are prepared in accordance with International Financial Reporting Standards (IFRS).

LOCATION AND FREQUENCY OF DISCLOSURE

This quarterly disclosure is posted and publicly available on Northern Trust's website (www.northerntrust.com).

CAPITAL STRUCTURE

The capital structure of TNTCC consists of Common Shares and Retained Earnings. TNTCC has authorized an unlimited number of common shares without par value. As at June 30, 2024, TNTCC had 30,000 common shares issued fully paid and outstanding.

Table 1: Capital Structure

The table below provides a breakdown of TNTCC's capital structure:

	Q2 2024
Tier 1 Capital	
Share Capital	30,000
Retained Earnings	47,869
Total Tier 1 Capital	77,869
Total Capital	**77,869**

OSFI Site: Financial data - Office of the Superintendent of Financial Institutions (osfi-bsif.gc.ca)

CAPITAL ADEQUACY

TNTCC has a thorough process to assess capital adequacy built around an internal view of its risk profile and a comprehensive capital planning process.

Projections of regulatory and internal capital requirements and available capital are compared to assess TNTCC's capital adequacy over a multi-year time period. Having a clear understanding of regulatory and internal capital requirements, as well as available capital levels, under different circumstances is an important component of an entity's capital adequacy assessment. TNTCC's capital adequacy is assessed quarterly and is based on the CLM Policy and the Capital Management Guideline (CMG), both of which were approved by the Board of Directors.

Effective Q2/23, TNTCC implemented the final Basel III reforms outlined under OSFI's SMSB Pillar 3 Disclosure Guidelines and SMSB Capital and Liquidity Requirements.

Table 2: Simplified Risk-Based Capital Ratio Calculations for Category III SMSBs

The table below represents the simplified risk-based capital ratio calculation for TNTCC as at June 30, 2024:

Dollars in thousands

A Ratio Calculations		
Common Equity Tier 1 (CET1) simplified risk-based capital ratio ratio (%)	A / (H + K) x 100	70.3%
Tier 1 simplified risk-based capital ratio (%)	B / (I + K) x 100	70.3%
Total simplified risk-based capital ratio (%)	C / (J + K) x 100	70.3%
B Capital		
Net CET1 capital	S from Schedule 20.010	77869
Net Tier 1 capital	AC from Schedule 20.010	77869
Total capital	AP from Schedule 20.010	77869
C Adjusted Total Assets and Operational Risk RWA		
Total Assets		80445
CET1 capital deductions	(A - S) from Schedule 20.010	0
Additional Tier 1 capital deductions	AA from Schedule 20.010	0
Tier 2 capital deductions	AN from Schedule 20.010	0
Adjusted Total Assets (CET1)	D - E	80445
Adjusted Total Assets (Tier 1)	D - E - F	80445
Adjusted Total Assets (Total Capital)	D - E - F - G	80445
Operational Risk RWA	(N from Schedule 30.010) x 12.5	30400
D OSFI Target SRBCR		
OSFI Target CET1 SRBCR (%)		7.0%
OSFI Target Tier 1 SRBCR (%)		8.5%
OSFI Target Total SRBCR (%)		10.5%
Countercyclical buffer (%)	A from Schedule 10.041	
E Institution's Own Internal Capital Target SRBCR		
Institution's own target CET1 SRBCR (%)		60.0%
Institution's own target Tier 1 SRBCR (%)		60.0%
Institution's own target Total SRBCR (%)		60.0%

OPERATIONAL RISK

Operational risk is the risk of loss from inadequate or failed internal processes, people and systems or from external events. Operational risk is the potential that inadequate information systems, operating problems, product design and delivery difficulties, potential legal actions, or catastrophes will result in losses. This includes the potential that continuity of service and resiliency may be impacted. Operational risk includes compliance and fiduciary risks, which under NTC's risk structure are governed and managed explicitly. TNTCC uses the basic indicator approach to measure operational risk.

All operational activities are outsourced to the Canada Branch and are carried out by the employees of the Canada Branch or TNTC. NTC has implemented an Operational Risk Management Policy (ORM Policy) which is deployed globally across all business units and entities, including TNTCC and the Canada Branch (collectively, NTC Canada). The Policy sets forth the principles and general governance that govern the management of operational risk of Northern Trust. NTC Canada has implemented a Canadian Addendum which supplements NTC's ORM Policy to better align it with how NTC Canada manages its operational risk management responsibilities in accordance with the Canadian regulatory requirements. TNTCC does have moderate inherent operational risk relating to oversight of the outsourced operations. Employment Practices and Workplace Safety risk is limited to TNTCC directors and officers as applicable.

Table 3: Minimum Capital Required for Operational Risk for Category III SMSBs:

Dollars in thousands

A Simplified Standardized Approach

	Year A*	Year B*	Year C* (Latest 4 Quarters)		
Total Interest Earning Assets	68271	72596	72100		A
2.25% of Interest Earning Assets	1536	1633	1622		B
Absolute Value of Net Interest Income (excluding dividends)	585	1765	3446		C
Min [2.25% of Interest Earning Assets , Absolute Value of NII (excluding dividends)]	585	1633	1622		D = Min (B,C)
Dividend Income	0	0	0		E
Absolute Value of Fee and Commission Income	15478	14687	14226		F
Absolute Value of Other Income	78	77	260		G
Absolute Value of Net Profit/Loss (Trading Book)	0	0	0		H
Absolute Value of Net Profit/Loss (Banking Book)	0	0	0		I
Adjusted Gross Income (pre-M&A Adjustment)	16141	16397	16108		J = (D + E + F + G + H + I)
Adjustment for Mergers, Acquisitions and Divestitures	0	0	0		K
Adjusted Gross Income (after M&A Adjustment)	16141	16397	16108		L = (J + K)
Three-Year Average				16215	M = three year average of L
Capital Charge (Simplified Standardized Approach)			M x 15%	2432	N

*Rolling four quarters